

AMENDMENT OF OTHER TRANSACTION AGREEMENT (OTA)

OTHER TRANSACTION FOR ADVANCED RESEARCH (OTAR)

BETWEEN

JANSSEN RESEARCH & DEVELOPMENT LLC
920 ROUTE 202
RARITAN, NJ 08869, USA

AND

THE UNITED STATES OF AMERICA
DEPARTMENT OF HEALTH AND HUMAN SERVICES
BIOMEDICAL ADVANCED RESEARCH AND DEVELOPMENT AUTHORITY
O'NEILL HOUSE OFFICE BUILDING
WASHINGTON, DC 20515

CONCERNING

INFLUENZA PORTFOLIO AND OTHER EMERGING PATHOGENS DEVELOPMENT CANDIDATES

Amendment No. 0002

Effective Date of Amendment: Upon Last Signature in Section IV

Other Transaction Agreement No. HHSO100201700018C

Effective Date of Agreement: August 15, 2017

Except as provided in this Amendment, all terms and conditions of the Agreement, as heretofore changed, remain unchanged and in full force and effect.

[Remainder of this Page Intentionally Left Blank; See Next Page for Description]

I. AMENDMENT PURPOSE

By the Parties' mutual agreement, this Amendment makes bilateral changes within the general scope of the existing Agreement to (i) (b) (4)

, (ii) extend the Base Period's term until December 31, 2018 to conform the Agreement to the Recipient's accounting period, (iii)

(b) (4)

(iv) update the Recipient's Key Personnel and the Government's personnel working under the Agreement, and (v) make conforming changes to those ends.

II. AMENDMENTS TO AGREEMENT

- A. Article II *Term* Section A *Term of this Agreement* is changed in the first paragraph by deleting the first sentence and replacing it with the following:

The Agreement commences on the date of the last signature hereto and continues for a sixteen and one-half (16 ½) month period (the "Base Period") with an option to extend the term of the Agreement on three (3) occasions for an additional twelve months on each occasion and, additionally, on one (1) last occasion for an additional seven and one-half (7 ½) months (each of the four extensions hereinafter referred to as an "Option").

- B. Pursuant to Article II *Term* Section C *Extending the Term*, and independently of any Option, the Base Period's expiration date is extended by four and one-half (4 ½) months from August 14, 2018 to December 31, 2018. As of this Amendment No. 0002, the Parties acknowledge that, during that extended Base Period, funds remain available and research opportunities exist.

- C. For clarity, the Agreement's potential Period of Performance, including all Options, that is set forth on the Agreement's Signature Page remains unchanged at "August 15, 2017 – August 14, 2022."

- D. Article IV *Management of the Project* is changed in Section A.3 *Organizational Chart* by

1. adding (b) (6) as a second Project Management Leader (PML) to the Joint oversight committee and the PMO steering committee; and
2. replacing (b) (6) with (b) (6) as the Co-Principal Investigator on the Joint oversight committee and the PMO steering committee.
3. replacing (b) (6) with (b) (6) as non-voting JOC member.
4. replacing (b) (6) with (b) (6) as voting JOC member

E. Article V *Agreement Administration* is changed by

1. revising the Paragraph entitled “Government Points of Contact” as follows:

- a. Other Transaction Agreement Specialist (OTAS)’s phone number is
+1 (b) (6)

2. revising the Paragraph entitled “Recipient Points of Contact” by

- a. adding the following as the second Recipient Program Management
Lead (PML):

(NAME) (b) (6)

(TITLE) (b) (6)

(PHONE NUMBER) (b) (6)

(EMAIL) (b) (6)

- b. adding the following as the Recipient’s Co-Principal Investigator
(Co-PI):

(NAME) (b) (6)

(TITLE) (b) (6)

(PHONE NUMBER) (b) (6)

(EMAIL) (b) (6)

F. Article VI *Cost Sharing* is changed in Section C *Global Cost Share* by

(b) (4)

G.

(b) (4)



H. Attachment 3 *Escalation Procedure Diagram* is changed by

1. deleting from the Janssen Escalation Procedure Diagram (b) (6) as a member of the first level of escalation resolution; and
2. indicating in the Janssen Escalation Procedure Diagram that (b) (6) is co-PI and voting member; and
3. adding (b) (6) to the Janssen Escalation Procedure Diagram as a member of the first level of escalation resolution and non-voting member of the JOC; and
4. replacing (b) (6) in the Janssen Escalation Procedure Diagram, as a member of the second level of escalation resolution; and
5. replacing (b) (6) in the Janssen Escalation Procedure Diagram, as third level of escalation resolution; and

6. revising in the BARDA Escalation Procedure Diagram Ruben Donis's title from "Acting Director" to "Deputy Director" in the first level of escalation resolution.

- III. Total funds obligated to this Agreement by the Government remain unchanged at \$43,588,145. (b) (4)

IV. SIGNATURES

Acknowledged, accepted, and agreed for

JANSSEN RESEARCH & DEVELOPMENT, LLC	U.S. DEPARTMENT OF HEALTH & HUMAN SERVICES
	OFFICE OF THE ASSISTANT SECRETARY FOR PREPAREDNESS & RESPONSE
	BIOMEDICAL ADVANCED RESEARCH & DEVELOPMENT AUTHORITY
BY: _____	BY: _____
NAME:	NAME:
ITS:	ITS:
DATE:	DATE:

member of the second level of escalation resolution; and

5. replacing (b) (6) in the Janssen Escalation Procedure Diagram, as third level of escalation resolution; and

6. revising in the BARDA Escalation Procedure Diagram Ruben Donis's title from "Acting Director" to "Deputy Director" in the first level of escalation resolution.

III. Total funds obligated to this Agreement by the Government remain unchanged at \$43,588,145. (b) (4)

(b) (4)

III. SIGNATURES

Acknowledged, accepted, and agreed for

JANSSEN RESEARCH & DEVELOPMENT, LLC

U.S. DEPARTMENT OF HEALTH & HUMAN SERVICES

OFFICE OF THE ASSISTANT SECRETARY FOR
PREPAREDNESS & RESPONSE

BIOMEDICAL ADVANCED RESEARCH &
DEVELOPMENT AUTHORITY

(b) (6)

(b) (6)

JANSSEN RESEARCH & DEVELOPMENT, LLC

Agreement No. HHSO100201700018C

Amendment No. 0002

Other Transaction

EXHIBIT A

(b) (4)